

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 14, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION No. 19429
Filed pursuant to the
Uniformed to the
20c
10 4 4 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD
10 4 4 AM '97

Dear Mr. Williams:

Enclosed are two (2) originals of the Amended Memorandum of Lease of Railroad Equipment dated as of October 2, 1995 to the Schedule No. 1 dated as of January 3, 1995, as amended, to the Lease of Railroad Equipment dated as of January 3, 1995 between the following parties:

Lessor: Helm-Atlantic Associates
Limited Partnership
c/o Helm Atlantic Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Union Pacific Railroad Company
1416 Dodge St., Suite 200
Omaha, NE 68179

The equipment involved in this transaction is as follows:

Equipment: Eighty-one (81) XL boxcars

Please file this agreement as a supplementary document to Recordation No. 19429 filed on May 22, 1995. A check covering the filing fee is enclosed.

Sincerely,

PHapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

APR 15 '97

10-44 AM

AMENDED MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS AMENDED MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of October 2, 1995 is intended to evidence Amendment No. 1 dated as of October 2, 1995 to Schedule No. 1 dated January 3, 1995, as amended ("Schedule"), to the Lease of Railroad Equipment, dated as of January 3, 1995 (the "Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11301. Lessor has the right to lease the eighty-one (81) XL boxcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedule as amended.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, have executed this Amended Memorandum of Lease as of October 2, 1995.

LESSOR

LESSEE

HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP, a
Delaware Limited Partnership

UNION PACIFIC RAILROAD COMPANY

By: Helm Atlantic Corporation,
its General Partner

CM By: David R. Eckles

Print Name: David R. Eckles

Title: President

By: Eric L. Butler

Print Name: Eric L. ButlerTitle: President - UPRR

AVP Fin. Plng & Analysis - UPRR

CM

EXHIBIT A

To the Amended Memorandum of Lease of Railroad Equipment

Dated as of October 2, 1995

Equipment Description:

Eighty-one (81), 100-ton, 50'6" XL boxcars with 50K nailable steel floors, double sliding doors and center of car cushioning; manufactured by Pullman Standard in 1967.

Unit Numbers:

CHTT 20200-20226, 20229-20282

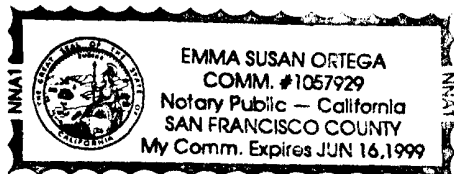
am

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On March 20, 1997, before me, Emma S. Ortega - Notary Public,
personally appeared David R. Eckles, President of **HELM ATLANTIC
CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

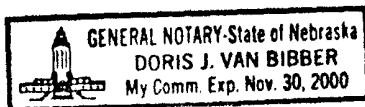
Emma Susan Ortega
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On March 4, 1997, before me, Doris J. Van Bibber,
personally appeared Eric L. Butler, AVP Fin. Plng & Analysis of
UNION PACIFIC RAILROAD COMPANY,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.



Witness my hand and official seal.

Doris J. Van Bibber
SIGNATURE OF THE NOTARY

CM